

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Roust Corporation

2. **All other names debtor used in the last 8 years** Central European Distribution Corporation
CEDC
Include any assumed names, trade names, and *doing business* as names

3. **Debtor's federal Employer Identification Number (EIN)** 54-1865271

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>777 Westchester Avenue</u>	_____
	Number Street	Number Street
	<u>Suite 101</u>	_____
		P.O. Box
	<u>White Plains NY 10604</u>	_____
	City State ZIP Code	City State ZIP Code
	<u>Westchester</u>	Location of principal assets, if different from principal place of business
	County	<u>Bobrowiecka 6, 00-728 Warsaw, Poland;</u> <u>Novoorlovskaya Street, Building 5, 119633</u> <u>Moscow, Russian Federation</u>

5. **Debtor's website (URL)** http://www.roust.com

6. **Type of debtor**
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Roust Corporation
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 2 4 8

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☐ No

☒ Yes. District Delaware When 04/07/2013 Case number 13-10738 (CSS)
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor Please see Schedule 1 Relationship Affiliate
District Southern District of New York When 12/30/2016
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Roust Corporation
Name

Case number (if known) _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor _____ Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY

X

Signature of authorized representative of debtor

Printed name

Title

18. Signature of attorney

X

Signature of attorney for debtor

Date _____
MM / DD / YYYY

Printed name

Firm name

Number Street

City

State

ZIP Code

Contact phone

Email address

Bar number

State

SCHEDULE I
SCHEDULE OF DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

DEBTOR	TAX ID NO
Roust Corporation	54-1865271
CEDC Finance Corporation LLC	80-0507136
CEDC Finance Corporation International, Inc.	94-3490116

Debtor Roust Corporation

Case number (if known) _____

Fill in this information to identify the case:

Debtor Name: Roust Corporation

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders¹ 12/15

1. A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	WHITE & CASE LLP 200 S BISCAYNE BLVD., MIAMI, FL 33131	Tel. +1 305-371-2700 Fax. +1 305-358-5744/5766	TRADE DEBT				\$376,692.64

¹ As of the date of the filing of the Chapter 11 Cases, Roust Corporation had less than twenty (20) unsecured creditors. As such, this list includes all of Roust Corporation's unsecured creditors as of the filing of the Chapter 11 Cases.

Debtor Roust Corporation

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
2	MOODY'S INVESTORS SERVICE LTD EC3R 7XB LONDON, MINISTER COURT 2	Tel. +44 207-772-1000	TRADE DEBT				\$80,265.35
3	HOAGLAND, LONGO, MORAN, DUNST & DOUKAS, LLP ATTORNEYS AT LAW 40 PATERSON ST. NEW BRUNSWICK, NJ 08901	Tel. +1 732-545-4717	TRADE DEBT				\$32,100.00
4	JONES DAY 51 LOUISIANA AVE NW, WASHINGTON, DC 20001	Tel. +1 202-879-3939	TRADE DEBT				\$24,015.53
5	WSE WARSAW GIEŁDA PAPIERÓW WARTOŚCIOWYCH 00-498 WARSAW, KSIĄŻĘCA 4	Tel. (4822) 628 32 32 Fax. (4822) 628 17 54	TRADE DEBT				\$16,533.66

Debtor Roust Corporation

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
6	KPMG LLP PO BOX 120522 DALLAS, TX 75312-0522	Tel. +1 214-840-2000 Fax. +1 214-840-2297	TRADE DEBT				\$13,3000.00
7	PR NEWS WIRE ASSOCIATION, LLC PO BOX 5897 NEW YORK, NY 10087-5897	Tel. 800-776-8090 Fax. 800-793-9313	TRADE DEBT				\$7,395.00
8	THOMSON REUTERS 121 RIVER ST #1000 HOBOKEN, NJ 07030	Tel. +1 201-356-6260	TRADE DEBT				\$4,641.66
9	BROADRIDGE ICS PO BOX 416423 BOSTON, MA 02241-6423	Tel. +1 617-338-0107	TRADE DEBT				\$2,620.13

Debtor Roust Corporation

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
10	PREMIERE GLOBAL SERVICES PO BOX 404351 ATLANTA, GA 30384-4351	Tel. +1 404-262-8400	TRADE DEBT				\$2,382.36
11	AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC 6201 15 TH AVE, BROOKLYN, NY 11219	Tel. 877-814-9688	TRADE DEBT				\$2,076.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

ROUST CORPORATION,

Debtor.¹

:
: **Chapter 11**
:
: **Case No. 16-_____ (___)**
:
: **Tax I.D. No. 54-1865271**
:

**CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY SECURITY
HOLDERS OF ROUST CORPORATION**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the Debtor submits the following information:

The following entities indirectly own equity interests of the Debtor:

Name and Address of Corporate Equity Holder	Interest
Roust Holding Limited Trident Trust Company (BVI) Ltd Trident Chambers P.O. Box 146 Road Town, Tortola British Virgin Islands	100%

The following entities directly own equity interests of the Debtor:

Name and Address of Corporate Equity Holder	Interest
Roust Trading Ltd. 69 Pitt's Bay Road Pembroke HM 08 Bermuda	29.62%
CEDC Holdings I, LLC 1209 Orange Street Wilmington, Delaware 19801	15%
CEDC Holdings II, LLC 1209 Orange Street Wilmington, Delaware 19801	15%

¹ The Debtor's address is as follows: 777 Westchester Avenue, Suite 101, White Plains, New York 10604.

CJSC Russian Standard Corporation Bld. 12, Office 1507 Moscow 123610, Russian Federation	22.85%
JSC "Russian Standard Bank" 36, Tkatskaya str. Moscow 105187, Russian Federation	16.05%
LLC "Russian Standard-Invest" 36, Tkatskaya str. Moscow 105187, Russian Federation	1.48%

Fill in this information to identify the case and this filing:

Debtor Name _____

United States Bankruptcy Court for the: _____ District of _____
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY

X

Signature of individual signing on behalf of debtor

Printed name

Position or relationship to debtor

ROUST CORPORATION

Secretary's Certificate

The undersigned, being the Secretary of Roust Corporation, a Delaware corporation (the "Company"), does hereby certify as follows:

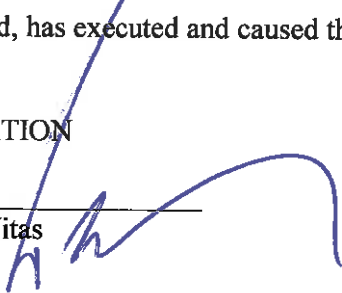
Attached hereto as Annex A is a true, correct and complete copy of resolutions duly adopted by the board of directors of the Company on December 30th, 2016 (the "Resolutions"), and such Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned, has executed and caused this certificate to be delivered as of December 30th, 2016.

ROUST CORPORATION

By: _____

Przemyslaw Witas
Secretary



ANNEX A

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
ROUST CORPORATION**

The board of directors (the "Board") of Roust Corporation, a Delaware Corporation, (the "Company"), adopted the following resolutions by vote at a duly noticed meeting as of the 30th day of December, 2016, pursuant to the bylaws and the General Corporation Law of the State of Delaware:

WHEREAS, the Board reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Board reviewed the materials presented by the management and the advisors of the Company regarding the reincorporation of the Company to the State of New York, the Indenture governing the Company's \$385 million Senior Secured Notes due 2022 (the "New Notes Indenture"), the Senior Secured and Senior Convertible Supplemental Indentures (the "Supplemental Indentures"), the Backstop Agreement, the Investor Rights Agreement, the Amended and Restated Certificate of Incorporation and the Bylaws of reorganized Roust, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Board has had the opportunity to consult with management and the advisors of the Company and fully considered each of the strategic alternatives available to the Company; and

WHEREAS, the Board received affirmative advice from the Company's restructuring advisors that the filing, reincorporation to the State of New York, entry into the New Notes Indenture, the Supplemental Indentures, Backstop Agreement, Investor Rights Agreement and adoption of the Amended and Restated Certificate of Incorporation and Bylaws are consistent with the fiduciary duties of the Board, is in the best interest of the Company and not inconsistent with the duty to maximize value of the Company;

NOW, it is hereby:

RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Company, its creditors, stakeholders and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and the filing of such petition is authorized hereby; and it is further

RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Company, its creditors, stakeholders and other interested parties, for the Company to enter into the Backstop Agreement, Investor Rights Agreement and the New Notes

Indenture and the Supplemental Indentures in substantially the same form as provided to the Board of Directors, and the entry into the Backstop Agreement, Investor Rights Agreement, the Supplemental Indentures and the New Notes Indenture is authorized hereby; and it is further

RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Company, its creditors, stakeholders and other interested parties, for the Company to reincorporate into the State of New York via a merger with a New York company, and amend its Certificate of Incorporation and Bylaws in substantially the same form as provided to the Board of Directors, and such reincorporation to the State of New York via a merger with a New York company, amendment to the Company's Certificate of Incorporation and amendment to the Company's Bylaws is authorized hereby; and it is further

RESOLVED, that the officers of the Company and the Chairman of the Board of Directors, including without limitation, the Chief Executive Officer, Chief Financial Officer, or Secretary of the Company or any one of them (collectively and with the Chairman of the Board of Directors, the "Officers"), be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the Officer(s) executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be executed, verified and/or filed (or direct others to do so on their behalf as provided herein) the New Notes Indenture, the Supplemental Indentures, the Backstop Agreement, the Investor Rights Agreement, the Amended and Restated Certificate of Incorporation and the amended Bylaws of the Company; and it is further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be executed, verified and/or filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, statements, schedules, motions, lists, applications, pleadings agreements, governing documents and other papers, and in that connection to utilize all assistance by legal counsel, accountants or other professionals, and to take any and all action which they deem necessary and proper in connection with the reincorporation to the State of New York and chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to retain professionals to render services to the Company in connection with the chapter 11 case, including, without limitation, the firm Skadden, Arps, Slate, Meagher & Flom LLP, to act as chapter 11 counsel, and the firm Houlihan Lokey, Inc. to act as investment banker; and it is further

RESOLVED, that the Officers, or any one of them, be, and each hereby is, authorized and empowered, on behalf of and in the name of the Company, to amend, supplement

or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, financing statements, notices, undertakings or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, on behalf of and in the name of the Company, to take or cause to be taken any and all such further action and to execute, deliver, verify and/or file, or cause to be executed, delivered, verified and/or filed (or direct others to do so on its behalf as provided herein) all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings; and it is further

RESOLVED, that the Officers be, and each of them hereby is, authorized and empowered, on behalf of and in the name of the Company, to pay and direct the payment of all fees and expenses as in their judgment shall be necessary, appropriate, or advisable in the good faith judgment of such Officers to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.